

EXHIBIT B

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

ASARCO LLC,

Plaintiff,

v.

NL INDUSTRIES, INC., *et al.*,

Defendants.

Case No. 4:11-cv-00864-JAR

**DECLARATION OF PAUL ROSASCO IN SUPPORT OF PLAINTIFF ASARCO LLC'S
LONE PINE RESPONSE REGARDING UNION PACIFIC RAILROAD COMPANY**

Paul V. Rosasco, pursuant to 28 U.S.C. § 1746, makes the following declaration (the "Declaration") under penalty of perjury.

DECLARATION OF PAUL V. ROSASCO

1. My name is Paul V. Rosasco. I submit this declaration in support of Asarco LLC's Lone Pine Response (the "Response") regarding defendant Union Pacific Railroad Company ("Union Pacific").

2. I am President and Principal Engineer and a registered professional engineer at Engineering Management Support, Inc. I received a Master of Science in Engineering Geology from Colorado School of Mines, and a Bachelor of Science in Geology from University of Oregon. I have over 30 years of experience 30 years of experience with all aspects of the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) and National Priorities List (NPL) site projects. I have worked at over 40 Superfund Sites. My experience includes evaluation of existing data and development of scopes of work, negotiation of scopes of work, administrative orders and consent decrees, implementation and supervision of remedial investigations, feasibility studies, remedial designs, remedial actions, removal

actions and performance and effectiveness evaluations of operation and maintenance of removal and remedial actions.

3. I have been retained by Asarco LLC as an expert witness in this matter.

4. I provided my expert report on January 27, 2014. Since that time, I have reviewed additional materials that I was unable to consider previously, as they became available shortly before or some time after I prepared my expert report.

5. I have reviewed the expert rebuttal report of Union Pacific's expert witness, Roy Farwell, in this matter. I will not address this report, as it provides legal opinions. I do not have legal training or experience that would enable me to render a legal opinion regarding the opinions expressed by Mr. Farwell in his expert report.

6. I am aware that extensive records related to ownership that were produced by Union Pacific just days prior to my issuing my expert report. In my expert report, I reserved the right to revise or amend my opinions as additional information and documents from Defendants became available. I have reviewed these records, albeit, not an exhaustive review, and conclude these records further support my opinion that Union Pacific and its corporate predecessor rail companies owned and operated rail lines throughout SEMO.

7. The area occupied by the rail lines in SEMO, if the width of each rail line segment were assumed to be only fifty feet wide, would cover 6 acres for each mile of length. Based on the 30.3 miles of abandoned railway verified by Newfields in its January 2007 Historic Railroads, St. Francois County Mined Areas study, this corresponds to more than 180 acres of historic abandoned rail line that is present in St. Francois County alone.

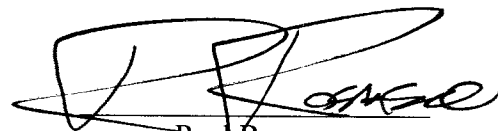
8. I have also reviewed the March 6, 2014 deposition transcript and exhibits of

Union Pacific 30(b)(6) witness John Hawkins. These records and Mr. Hawkins' testimony further support my opinion that Union Pacific Railroad owns or its predecessors owned railroad lines within St. Francois and Madison Counties that were used to haul ore and other materials to and from the historic mining sites located in the Southeast Missouri Lead District.

9. I have reviewed March 21, 2013 correspondence from EPA Project Manager, Jason Gunter to counsel for Asarco ("March 21, 2013 Correspondence") that was produced after my expert report in this matter. Mr. Gunter, the Remedial Project Manager over the Big River Mine Tailing Site located in St. Francois County, states in this letter that EPA is aware of lead contamination that exists in abandoned rail lines in Southeast Missouri. EPA also states that there is a strategy in place to address the lead contamination present in these abandoned rail lines. Attached as Exhibit X to the Response is a true and correct copy of the March 21, 2013 Correspondence.

10. I have reviewed a March 5, 2013 email from EPA Project Manager, Jason Gunter ("March 5, 2013 Email") that was produced in this matter. Mr. Gunter states that EPA is currently addressing the rail lines in Madison County and St. Francois County within operable units in each county. In my opinion, based on this correspondence, my review of the available documents in this matter, and the EPA's overall strategy to address risk to human health as the first priority, it is more likely than not that EPA will incur costs for response actions to address rail line contamination in SEMO. Attached as Exhibit Y to the Response is a true and correct copy of the March 5, 2013 Email.

Executed on May 13, 2014.



Paul Rosasco